

MEMORANDUM OF TRUST AGREEMENT NOV 7 1996 - 3 00 PM

THIS MEMORANDUM OF TRUST AGREEMENT, dated as of November 1, 1996, is between CONNELL FINANCE COMPANY, INC., a New Jersey corporation (together with any future successors and permitted assigns, the "Owner Participant"), and FLEET NATIONAL BANK, a national banking association, in its individual capacity as expressly stated herein and otherwise not in its individual capacity but solely as trustee hereunder (herein in such capacity with its successors and permitted assigns called the "Owner Trustee").

1. The Owner Participant agrees (i) to form a trust for the purpose of transferring and assigning certain of its right, title and interest under, in and to one hundred ninety (190 Covered rail cars manufactured by ACF Industries, Inc. (as more fully described in Schedule I attached hereto) (the "Equipment"), the Original Lease, the Replacement Lease and the Guaranty (as each described in Annex A hereto), and the other agreements and documents contemplated thereby to the Owner Trustee acting for the benefit of the Owner Participant; and (ii) that immediately following the effectiveness of the Trust Agreement dated as of November 1, 1996 between Owner Participant (together with its successors and permitted assigns) and Owner Trustee ("Trust Agreement"), such transfer and assignment shall be made to the Owner Trustee.

2. The Owner Trustee agrees to hold the Equipment, the Original Lease, the Replacement Lease, Guaranty, and the other documents which constitute the Trust Estate (as that term is defined in the Trust Agreement) for the use and benefit of the Owner Participant.

3. This Memorandum of Trust Agreement is a summary of, and in all respects is subject to, the terms of the Trust Agreement.

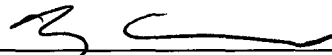
* * *

[Memorandum of Trust Agreement]

IN WITNESS WHEREOF, parties have each caused this Memorandum of Trust Agreement to be duly executed and delivered all as of the date first above written.

CONNELL FINANCE COMPANY, INC.
as Owner Participant

FLEET NATIONAL BANK,
as Owner Trustee

By: 
Name: TERRY CONNELL
Title: EXECUTIVE VICE PRESIDENT & CFO

By: _____
Name: _____
Title: _____

STATE OF *New Jersey*)
) ss
COUNTY OF *Union*)

A circular notarial seal for the State of Illinois. The outer ring contains the text "NOTARIAL SEAL" at the top and "STATE OF ILLINOIS" at the bottom. The center of the seal features a five-pointed star.

Karen Kulnicz
Notary Public

KAREN KULINICH
NOTARY PUBLIC OF NEW JERSEY
 Registered in Middlesex & Union Counties
 My Commission Expires Sept. 30, 1997


[Memorandum of Trust Agreement]

IN WITNESS WHEREOF, parties have each caused this Memorandum of Trust Agreement to be duly executed and delivered all as of the date first above written.

CONNELL FINANCE COMPANY, INC.
as Owner Participant

FLEET NATIONAL BANK,
as Owner Trustee

By: _____
Name: _____
Title: _____

By:  _____
Name: Christopher J. Benko
Title: Avp

[Memorandum of Trust Agreement]

STATE OF)
COUNTY OF) ss

On this ____ day of _____, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of CONNELL FINANCE COMPANY, INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

STATE OF)
COUNTY OF) ss

On this 6th day of November, before me personally appeared Christopher J Lembo, to me personally known, who being by me duly sworn, says that he is the Assistant Vice Pres of Fleet National Bank, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said national bank, that said instrument was signed and sealed on behalf of said national banking association by authority of its Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Cheryl A. Jansen
Notary Public

My Commission Expires: 8/24/97

[Memorandum of Trust Agreement]

ANNEX A

To Memorandum of Trust Agreement
Dated as of November 1, 1996 between
Connell Finance Company, Inc. and Fleet National Bank

1. **“Original Lease”** means that certain Lease Agreement dated as of August 23, 1996 between Connell Finance Company, Inc., as lessor, and Exxon Chemicals Americas, a division of Exxon Chemical Company, a division of Exxon Corporation, as lessee (“Lessee”), as amended by the Assignment, Assumption and Amendment Agreement dated as of November 1, 1996 among Connell Finance Company, Inc., Owner Trustee and Lessee.
2. **“Replacement Lease”** means that certain Replacement Lease Agreement dated as of August 23, 1996 between Connell Finance Company, Inc., as lessor and First Union Rail Corporation, as replacement lessee (“Replacement Lessee”), as amended by the Assignment, Assumption and Amendment Agreement dated as of November 1, 1996 among Connell Finance Company, Inc., Owner Trustee and Replacement Lessee.
3. **“Loan Agreement”** means that certain Loan Agreement dated as of November 1, 1996 among Owner Trustee, Connell Finance Company, Inc., Fleet National Bank, as Paying Agent, and Lender.
4. **“Guaranty Agreement”** means that certain Guaranty Agreement as defined in the Loan Agreement.

[Memorandum of Trust Agreement]

SCHEDULE I

To Memorandum of Trust Agreement
Dated as of November 1, 1996 between
Connell Finance Company, Inc. and Fleet National Bank

Units of Equipment

One hundred ninety (190) newly built and not previously in service, covered, 6,225 cubic foot, plastic pellet hopper cars, manufactured by ACF Industries, Inc., with the following identifying marks and car numbers:

Reporting Mark

ECUX

Car Numbers

887001 through 887190, inclusive